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OF COUNSEL
URBAN A. LESTER

RECORDED 19446 - C
JUL 13 1995 - 1 22 PM
RECORDED 19446 - C

July 13, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are five (5) copies of Lease Supplement No. 3, dated June 16, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Railcar Lease Agreement duly filed with the Commission under Recordation Number 19446.

The names and addresses of the parties to the enclosed documents are:

Lessor Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Forth Worth, Texas 76102

Lessee: Southern Pacific Transportation Company
1515 Arapahoe, Suite 1311
Denver, Colorado 80202

A description of the railroad equipment covered by the enclosed document is set forth on Schedule I attached to the Supplement.

RECEIVED
OFFICE OF THE
SECRETARY
JUL 13 1 17 PM '95
LICENSING BRANCH

Copy to Mr. Williams

Mr. Vernon A. Williams
July 13, 1995
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return four stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'R. Alvord', with a stylized flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

7/13/95

Office Of The Secretary

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/13/95 at 1:25PM, and assigned recordation number(s). 19446-C.

Sincerely yours,

Vernon A. Williams
Vernon A. Williams
Secretary

Enclosure(s)
(0100690030)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

Janice M. Fort

19446-c
JUL 13 1995 - 1:22 PM

LEASE SUPPLEMENT NO. 3

TO THE EXTENT, IF ANY, THAT THIS LEASE SUPPLEMENT CONSTITUTES CHATTEL PAPER (AS SUCH TERM IS DEFINED IN THE UNIFORM COMMERCIAL CODE AS IN EFFECT IN ANY APPLICABLE JURISDICTION), NO SECURITY INTEREST IN THIS SUPPLEMENT AND ACCEPTANCE CERTIFICATE MAY BE CREATED THROUGH THE TRANSFER OR POSSESSION OF ANY COUNTERPART OTHER THAN THE ORIGINAL EXECUTED CHATTEL COUNTERPART, WHICH SHALL BE IDENTIFIED AS THE COUNTERPART NO. 1 IN THE SIGNATURE BLOCK OF LESSEE ON THE SIGNATURE PAGE THEREOF.

THIS LEASE SUPPLEMENT ("Supplement") is executed and delivered by BURLINGTON NORTHERN RAILROAD COMPANY (together with its successors and assigns, "Lessor"), and SOUTHERN PACIFIC TRANSPORTATION COMPANY (together with its successors and permitted assigns, "Lessee") pursuant to and in accordance with the Railcar Lease Agreement dated as of May 28, 1995 between Lessor and Lessee (the "Lease", the defined terms therein being used herein with their defined meanings).

1. The Units covered by this Supplement are described in Schedule 1 attached hereto and, pursuant to the provisions of Section 3 of the Lease, are hereby delivered under, leased from Lessor under, and in all other respects subject to the Lease.
2. Lessee confirms that:
 - (a) the Units covered hereby have been inspected by Lessee, have been delivered to Lessee in good working order and condition, and are of the size, design, capacity, prior use, condition and manufacture selected by Lessee; and
 - (b) Lessee irrevocably accepts said Units "AS IS, WHERE IS" for all purposes of the Lease as of the date set forth below.

3. All of the terms and provisions of the Lease are hereby incorporated by reference in this Supplement to the same extent as if fully set forth herein.

IN WITNESS WHEREOF, Lessee has caused this Lease Supplement to be duly executed by its duly authorized officer as of the Commencement Date set forth below.

LESSEE:

SOUTHERN PACIFIC
TRANSPORTATION COMPANY

By: Michael J. Corbin
Name: Michael J. Corbin
Title: V.P. Purchasing & Materials
Date: June 16, 1995
Counterpart No.: 6

ACCEPTED AND AGREED TO AS OF
THE DATE SET FORTH BELOW

LESSOR:

BURLINGTON NORTHERN RAILROAD
COMPANY

By: _____
Title: _____
Date: June 16, 1995

IN WITNESS WHEREOF, Lessee has caused this Lease Supplement to be duly executed by its duly authorized officer as of the Commencement Date set forth below.

LESSEE:


SOUTHERN PACIFIC
TRANSPORTATION COMPANY

By: _____
Name: _____
Title: _____
Date: June 16, 1995
Counterpart No.: _____

ACCEPTED AND AGREED TO AS OF
THE DATE SET FORTH BELOW

LESSOR:

BURLINGTON NORTHERN RAILROAD
COMPANY

By: 
Title: Sr. Vice President & Treasurer
Date: June 16, 1995

State of Colorado)
)
City and County of Denver)

On _____, 199__, before me, the undersigned Notary Public, personally appeared _____, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity on behalf of which the person acted, executed the instrument.

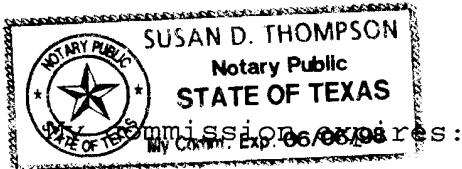
WITNESS my hand and official seal.

Notary Public

My commission expires: _____

State of Texas)
)
City and County of Tarrant)

On this 16th day of June, 1995, before me, personally appeared Robert F. McKenney to me personally known, who being by me duly sworn, says that he is a Sr. VP & Treasurer of Burlington Northern Railroad Company, that said instrument was signed and sealed on June 16, 1995, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Susan D. Thompson
Notary Public

SCHEDULE 1 TO LEASE SUPPLEMENT

OLD MARK	
INITIAL	NUMBER

NEW MARK	
INITIAL	NUMBER

BN	526896	CTRN	989
BN	526422	CTRN	990
BN	526453	CTRN	991
BN	526505	CTRN	992
BN	526512	CTRN	993
BN	526519	CTRN	994
BN	526536	CTRN	995
BN	526538	CTRN	996
BN	526544	CTRN	997
BN	526562	CTRN	998
BN	526571	CTRN	999
BN	526612	CTRN	1000
BN	526634	CTRN	1001
BN	526649	CTRN	1002
BN	526681	CTRN	1003
BN	526726	CTRN	1004
BN	526748	CTRN	1005
BN	526771	CTRN	1006
BN	526777	CTRN	1007
BN	526816	CTRN	1008
BN	526859	CTRN	1009
BN	526862	CTRN	1010
BN	526893	CTRN	1011
BN	526911	CTRN	1012
BN	526924	CTRN	1013
BN	526944	CTRN	1014
BN	526998	CTRN	1015
BN	527047	CTRN	1016
BN	527068	CTRN	1017
BN	527069	CTRN	1018
BN	527075	CTRN	1019
BN	527081	CTRN	1020
BN	527086	CTRN	1021
BN	527099	CTRN	1022
BN	527105	CTRN	1023
BN	527115	CTRN	1024
BN	527120	CTRN	1025
BN	527126	CTRN	1026
BN	527151	CTRN	1027
BN	527159	CTRN	1028
BN	527238	CTRN	1029
BN	527252	CTRN	1030
BN	527268	CTRN	1031
BN	527270	CTRN	1032
BN	527303	CTRN	1033
BN	527329	CTRN	1034

SCHEDULE 1 TO LEASE SUPPLEMENT

OLD MARK	
INITIAL	NUMBER

NEW MARK	
INITIAL	NUMBER

BN 527347
 BN 527357
 BN 527377
 BN 527384
 BN 527392
 BN 527453
 BN 527974
 BN 527992
 BN 528027
 BN 528034
 BN 529550
 BN 529571
 BN 529572
 BN 526768
 BN 527140
 BN 529590

CTRN 1035
 CTRN 1036
 CTRN 1037
 CTRN 1038
 CTRN 1039
 CTRN 1040
 CTRN 1041
 CTRN 1042
 CTRN 1043
 CTRN 1044
 CTRN 1045
 CTRN 1046
 CTRN 1047
 CTRN 1048
 CTRN 1049
 CTRN 1050